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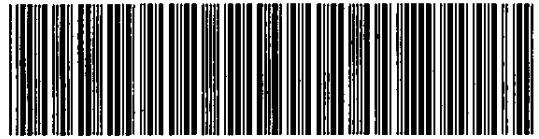
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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Urban Oasis Project, Inc., a Florida not for profit corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate of Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Stephen D. Pearson
Name (Printed or typed)

14525 SW 92 Ct.
Address

Miami, FL 33176
City, State & Zip

305-259-8006
Daytime Telephone number

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

Of

Urban Oasis Project, Inc.

A Florida Not for Profit Corporation

The undersigned, acting as incorporator of Urban Oasis Project, Inc., under the Florida Not for Profit Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is Urban Oasis Project, Inc., a Florida Not for Profit Corporation.

ARTICLE II. INCORPORATOR

The name and address of the incorporator is as follows:

Melissa Contreras
10210 SW 103rd Ct.
Miami, FL 33176

ARTICLE III. TERM

This corporations is to have perpetual existence unless terminated soon in accordance with the laws of the State of Florida

ARTICLE IV. PURPOSE

Section 1.

- A.** The purposes for which the corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

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- B.** Subject to the foregoing, the primary objects of the corporation shall be to promote health, sustainability and community by networking those who grow their own food and support local food production. The corporation will then encourage and utilize this community to educate, inspire and empower the broader community to do the same. The corporation will seek to increase food security by challenging and solving the problems of “food deserts” (large areas with little to no access to healthy, nutritious food), by providing education and resources to communities to grow their own healthy food, and to use plants and methods which minimize waste and pollution, and otherwise contribute to a healthy environment and balanced ecosystem. The corporation will work with all socio-economic classes and races, and by stressing our common needs and objectives, will seek to create bridges across those lines. A basic premise of the corporation is that knowing where our food comes from, and having an intimate relationship with the land, provides a spiritual richness to living that is valuable, but has largely been lost in urban environments. A purpose of the corporation is to recover this sense by encouraging a cultural shift in our consumer society to one of self-empowerment and being in touch with the land.
- C.** To accomplish these purposes, the corporation may support, acquire, maintain, manage, own, improve, and operate real and personal property, and shall be entitled to receive such property and/or cash for the accomplishment of the goals and purposes set forth herein, all in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter the “Code”).
- D.** The corporation shall operate exclusively in a manner consistent with Section 501(c)(3) of the Code.
- E.** The corporation is organized and shall be operated exclusively for not-for-profit purposes.
- F.** The corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida; provided, however, that the corporation is not empowered to engage in any activities that, in itself, is not in furtherance of its purposes set forth herein.

Section 2. No part of the income of the corporation shall inure to the benefit of, or be distributed to, its members or officers, or other private persons, except that the corporation may, when necessary, pay reasonable compensation for services rendered, and may make payments and distributions in furtherance of the purposes set forth herein.

Section 3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, engaging in political activities, or otherwise attempting to influence legislation.

Section 4. Notwithstanding any other provisions of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from tax under Section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by any organization contributions to which are deductible under Section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V. MEMBERSHIP

Membership shall be open to all individuals and organizations interested in furthering the purposes of the corporation, subject to such classifications, definitions, and procedures as may be set forth in the bylaws.

ARTICLE VI. DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after making provision for payment of all liabilities, dispose of all of the assets of the corporation exclusively for the purposes of the corporation, or to such organization or organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue Law), or the Federal, State or local government for public purposes as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the appropriate court of the State of Florida of the county where the principal office of the corporation is located, exclusively for such purposes or to such organization or organizations as the court shall determine, are organized and operated exclusively for such purposes.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The powers of this corporation shall be exercised. Its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation may be increased or diminished from time to time in accordance with the Bylaws, but shall never be less than five (5). The names and addresses of the initial members of the Board of Directors are as follows:

1. Stephen D. Pearson
14525 SW 92nd Ct.
Miami, Florida 33133
2. Art Friedrich
6700 SW 52nd St.
Miami, FL 33155
3. Ronald E. Mossman
15101 SW 89th Ave.
Miami, FL 33176
4. Antonio Guadamuz
9201 Fontainebleau Blvd. #2
Miami, FL 33172
5. Yvrose Valdez
86 NW 108th St.
Miami Shores, FL 33168
6. Melissa Contreras
10210 SW 103rd ct.
Miami, FL 33176
7. Nancy Maidique
11045 Girasol Ave.
Coral Gables, FL 33156
8. Roger Horne
1081 NW 61st St.
Miami, FL 33127
9. Yuhfen Lin
8941 SW 142nd Ave.

Apt. 225
Miami, FL 33186

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon her in connection with, or resulting from m any action, suit or proceedings of whatever nature, to which such Director or Officer is or shall be made a party by reason of being or having been a Director or Officer of the corporation (whether or not such person is a Director or Officer of the corporation at the time such person is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon such person) except in relation to matters as to which such person shall be finally adjudged in such action, suit or proceeding to have engaged in willful misconduct in the performance of such person's duties as such Director or Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter be entitled as a matter of law.

ARTICLE IX. BYLAWS

The power to adopt, amend, or repeal bylaws shall be vested in the Board of Directors of this corporation.

ARTICLE X. AMENDMENTS TO ARTICLES OF INCORPORATION

Any Director or member of the corporation may propose an amendment to these Articles of Incorporation, but such an amendment may be adopted only after receiving an affirmative vote of the majority of the Board of Directors of this corporation.

ARTICLE XI. INITIAL PRINCIPAL OFFICE

The initial principal office and mailing address of the corporation is 10210 SW 103rd Ct., Miami, FL 33176.

**ARTICLE XII. INITIAL REGISTERED OFFICE AND REGISTERED AGENT
OF CORPORATION**

The initial registered office of the corporation shall be 10901 Old Cutler Road, Coral Gables, FL 33156, and the initial registered agent of the corporation at that address is Melissa Contreras.

In Witness Whereof, the undersigned has made, subscribed and acknowledged these Articles of Incorporation on this 8th day of February 2010, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



Melissa Contreras

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 8th day of February, 2010, personally appeared before me, and officer duly authorized to administer oaths and take acknowledgements, Melissa Contreras to me well known and know to me to be the individual described in and who executed the foregoing instrument as Incorporator of Urban Oasis Project, Inc., and she acknowledged to and before me that she signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, at Miami-Dade County, Florida, the day and year last above written.

My Commission Expires:



Notary Public, State of Florida



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That Urban Oasis Project, Inc. desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 10901 Old Cutler Road, Coral Gables, FL 33156 has named Melissa Contreras as its agent to accept service of process within this state at such address.

ACKNOWLEDGMENT:

Having been named to accept service of process for Urban Oasis Project, Inc. at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Not for Profit Corporation Act, and state that I am familiar with, and accept, the obligations of that position.


Melissa Contreras, Registered Agent

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